IN THE CLAIMS:

Please amend Claims 2 and 33 as follows.

2. (Twice Amended) The method of Claim 33 wherein R^3 is:

(a) optionally substituted heterocyclyl;

(b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R' (where R' is alkyl) or $SO_2NR'R''$ (where R' and R" are independently hydrogen or alkyl);

(c) heteroalkyl;

(d) heteroalkenyl;

(e) heteroalkoxy;

(f) optionally substituted heterocyclylalkyl or heterocyclyloxy;

(g) optionally substituted heterocyclylalkenyl;

(h) optionally substituted heterocyclylalkynyl;

(i) optionally substituted heterocyclylalkoxy;

(j) optionally substituted heterocyclylalkylamino;

(k) optionally substituted heterocyclylalkylcarbonyl;

(l) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, $-SO_2R^{14}$, $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl;

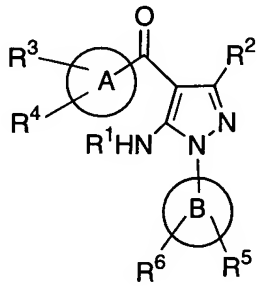
(m) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(n) arylaminoalkylene or heteroarylaminoalkylene; or

(o) Z-alkylene-$NR^{30}R^{31}$ where Z is -NH-, -N(alkyl)- or -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl, wherein

said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl).

33. (Twice Amended) A method of treatment of a disease in a mammal treatable by administration of a p38 MAP kinase inhibitor, comprising administration to the mammal a therapeutically effective amount of a compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A is an aryl ring;

B is an aryl ring;

R^3 is selected from the group consisting of:

(a) acylamino;

(b) optionally substituted heterocyclyl;

(c) optionally substituted aryl or heteroaryl;

(d) heteroalkenyl;

(e) heteroalkynyl;

(f) heteroalkoxy;

(g) optionally substituted heterocyclylalkyl;

(h) optionally substituted heterocyclylalkenyl;

(i) optionally substituted heterocyclylalkynyl;

(j) optionally substituted heterocyclylalkoxy, cyclyloxy, or heterocyclyloxy;

(k) optionally substituted heterocyclylalkylamino;

(l) optionally substituted heterocyclylalkylcarbonyl;

(m) $-NHSO_2R^6$ where R^6 is optionally substituted heterocyclylalkyl;

(n) $-NHSO_2NR^7R^8$ where R^7 and R^8 are, independently of each other, hydrogen, alkyl or heteroalkyl;

(o) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or $-S(O)_n-$ (where n is an integer from 0 to 2); and R^9 is cyano, optionally substituted heteroaryl, -COOH, $-COR^{10}$, $-COOR^{11}$, $-CONR^{12}R^{13}$, $-SO_2R^{14}$, $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$, where R^{10} is optionally substituted heterocycle, R^{11} is alkyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(p) $-C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(CH_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(q) $-NHC(=X)NR^{23}R^{24}$ where X is O or S, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(r) $-CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(s) $-S(O)_nR^{27}$ where n is an integer from 0 to 2, and R^{27} is optionally substituted heterocyclylalkyl;

(t) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(u) arylaminoalkylene or heteroarylaminoalkylene;

(v) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -O-, and R^{30}, R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl, wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl);

(w) -OC(O)-alkylene-CO_2H, -OC(O)-NR'R" , or CO_2NHR' (where R' and R" are independently hydrogen or alkyl); and

(x) heteroarylalkenylene or heteroarylalkynylene;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or dialkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from a group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

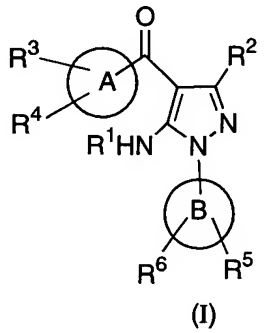
Please add new claims 36-39 as follows:

36 (New). The method of Claim 35 wherein the disease is rheumatoid arthritis.

37 (New). The method of Claim 33 wherein the disease is adult respiratory distress syndrome.

38. (New) The method of Claim 33 wherein the disease is asthma.

39 (New). A method of inhibiting the activity of a p38 MAP kinase in a mammal, comprising administration to the mammal a therapeutically effective amount of a compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A is an aryl ring;

B is an aryl ring;

R^3 is selected from the group consisting of:

(a) acylamino;

(b) optionally substituted heterocyclyl;

(c) optionally substituted aryl or heteroaryl;

(d) heteroalkenyl;

(e) heteroalkynyl;

(f) heteroalkoxy;

(g) optionally substituted heterocyclylalkyl;

(h) optionally substituted heterocyclylalkenyl;

(i) optionally substituted heterocyclylalkynyl;

(j) optionally substituted heterocyclylalkoxy, cyclyloxy, or heterocyclyloxy;

(k) optionally substituted heterocyclylalkylamino;

(l) optionally substituted heterocyclylalkylcarbonyl;

(m) $-NHSO_2R^6$ where R^6 is optionally substituted heterocyclylalkyl;

(n) $-NHSO_2NR^7R^8$ where R^7 and R^8 are, independently of each other, hydrogen, alkyl or heteroalkyl;

(o) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or $-S(O)_n-$ (where n is an integer from 0 to 2); and R^9 is cyano, optionally substituted heteroaryl, -COOH, $-COR^{10}$, $-COOR^{11}$, $-CONR^{12}R^{13}$, $-SO_2R^{14}$, $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$, where R^{10} is optionally substituted heterocycle, R^{11} is alkyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(p) $-C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(CH_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(q) $-NHC(=X)NR^{23}R^{24}$ where X is O or S, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(r) $-CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(s) $-S(O)_nR^{27}$ where n is an integer from 0 to 2, and R^{27} is optionally substituted heterocyclylalkyl;

(t) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(u) arylaminoalkylene or heteroarylaminoalkylene;

(v) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -O-, and R^{30}, R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl, wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl);

(w) $-OC(O)$-alkylene-CO_2H, $-OC(O)-NR'R''$, or CO_2NHR' (where R' and R" are independently hydrogen or alkyl); and

(x) heteroarylalkenylene or heteroarylalkynylene;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;